

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST

SERIES NO. 2

RECORDATION NO. 8084-A Filed & Recorded
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INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

Dated as of February 16, 1976

Supplementing

EQUIPMENT TRUST AGREEMENT

Dated as of October 1, 1975

Between

NORFOLK AND WESTERN RAILWAY COMPANY

and

FIRST PENNSYLVANIA BANK N.A., as Trustee

SUPPLEMENTAL AGREEMENT

AGREEMENT, dated as of February 16, 1976, between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company"), and FIRST PENNSYLVANIA BANK N.A., a corporation existing under the laws of the United States (the "Trustee").

R E C I T A L S

"Norfolk and Western Railway Equipment Trust, Series No. 2," was created by an Equipment Trust Agreement dated as of October 1, 1975 (the "Trust Agreement"), between the Trustee and the Company, which provided that the railroad equipment described in the Trust Agreement (the "Trust Equipment"), having an aggregate final Cost at least equal to 125% of the aggregate principal amount of Trust Certificates issued under the Trust Agreement, was to be acquired by the Trustee and leased to the Company. The Trust Agreement also provides that, if deemed necessary and desirable, other Equipment, of the same or different types, may be included in the Trust in lieu of any of the Trust Equipment specifically described in the Trust Agreement.

The Trust Agreement also provides that if the Company causes Equipment to be substituted for the Trust Equipment

specifically described therein, such substituted Equipment shall be included by supplement thereto.

It is deemed necessary and desirable to procure for the transportation services of the Company other Equipment in lieu of some of the Trust Equipment specifically described in the Trust Agreement, and at the same time to provide more current Estimated Cost figures for the Trust Equipment.

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the Company and the Trustee hereby agree as follows:

1. Schedule A, attached hereto, is hereby substituted for the original Schedule A of the Trust Agreement.
2. The Company shall cause this Supplemental Agreement to be recorded promptly with the Interstate Commerce Commission in the same manner as the Trust Agreement was recorded.
3. This Supplemental Agreement, which is dated for convenience as of February 16, 1976, may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute a single instrument.

4. The Trust Equipment described in attached Schedule A shall be subject to all of the terms and conditions set forth in the Trust Agreement as fully as if said terms and conditions were set forth in this Supplemental Agreement, and the Trust Agreement shall be deemed to be supplemented so as to include the Trust Equipment herein described from and after the date thereof. Except as modified by this Supplemental Agreement, all terms, covenants and provisions of the Trust Agreement shall continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be signed and acknowledged by their proper officers and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

NORFOLK AND WESTERN RAILWAY COMPANY

ATTEST:

By *John R. Thompson*
Vice President - Finance

H. E. Middleton
Secretary

FIRST PENNSYLVANIA BANK N.A., as
Trustee

ATTEST:

By *Wm. T. Coughlin*
Vice President

A. B. Lorman
Secretary

COMMONWEALTH OF VIRGINIA)
) ss.:
 CITY OF ROANOKE)

On this *13th* day of *February*, 1976, before me personally appeared John R. Turbyfill, to me personally known, who, being by me duly sworn, says that he is Vice President - Finance of Norfolk and Western Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

My Commission Expires April 5, 1977

Judy A. McLaury

 Notary Public

COMMONWEALTH OF PENNSYLVANIA)
) ss.:
 COUNTY OF PHILADELPHIA)

On this *20th* day of *February*, 1976, before me personally appeared *W. M. Gray*, to me personally know, who, being by me duly sworn, says that he is a Vice President of First Pennsylvania Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

Elizabeth J. Libera

 Notary Public

Notary Public, Philadelphia, Philadelphia Co.
 My Commission Expires March 1, 1976

SCHEDULE A

<u>Number of Units</u>	<u>Description and Builder</u>	<u>Estimated Cost</u>	
		<u>Unit</u>	<u>Total</u>
880	100-ton Open Top Hopper Cars, numbered 139121 to 140000, inclusive, Norfolk and Western Railway Company, builder	\$23,000	\$20,240,000
92	50' 70-ton Boxcars, numbered 57708 to 57799, inclusive, Southern Iron & Equipment Co., builder	27,500	2,530,000
54	50' 70-ton Boxcars, numbered 57800 to 57853, inclusive, Southern Iron & Equipment Co., builder	27,900	1,506,600
100	50-ton All Steel Caboose Cars, numbered 555000 to 555099, inclusive, International Car Company, builder	42,485	4,248,500
Total			<u>\$28,525,100</u>